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Attorneys for Gadsden Mall Associates Mall, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION	:
et al.,	: Case No. 18-23538 (RDD)
	:
Debtors	: (Jointly Administered)
	:
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**MOTION OF GADSDEN MALL ASSOCIATES, LLC FOR ALLOWANCE AND
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS PURSUANT TO
11 U.S.C. §§ 365(d)(3), 503(a), 503(b)(1)(A), AND 507(a)**

Gadsden Mall Associates, LLC, by Maritime Management, L.L.C. (“Gadsden”), by and through counsel, hereby respectfully requests allowance and payment by Debtors of administrative expense claims pursuant to 11 U.S.C. §§ 503(a), 503(b)(1)(A), 507(a), and 365(d)(3) (the “Application”), and in support of the Application, states as follows:

1. On July 11, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition with this Court under Chapter 11 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

2. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.

3. Sears, Roebuck, and Co. (the “Debtor”) leased certain real property (the “Premises”) pursuant to a lease (the “Lease”) from Gadsden.

4. The Lease was rejected by Debtors effective March 27, 2019. [See Docket No. 2972].

5. Gadsden’s administrative expense claims consist of post-petition use and occupancy charges due to Landlords from the Debtors that arose under the Lease on and after July 11, 2019. See 11 U.S.C. §§ 503(a), 503(b)(1)(A), and 365(d)(3).

6. Under the terms of the Lease, Debtors are required to make certain payments to Gadsden arising out of use and occupancy of the Premises. These payments include such items as rent and related charges, common area maintenance obligations, real property taxes, and all other charges imposed by the Lease, including year-end adjustments and reconciliations for charges that are paid on an estimated basis. The Debtors have not paid all obligations that have arisen or accrued during the post-petition period, and certain amounts remain due and owing for the period from the Petition Date through and including the respective dates of rejection (the “Administrative Claim Period”).

7. Presently, the total outstanding balance for the Claim is Six Thousand Eight Hundred Seventeen and 98/100 Dollars (\$6,817.98).

Relief Requested

8. With this Motion, Gadsden requests that this Court enter an order (a) allowing the Claim pursuant to Section 365(d)(3) and/or Section 503(b)(1) in the total amount of \$6,817.98; and (b) authorizing and directing Debtors to make payment to Gadsden in satisfaction of such

allowed Claim pursuant to Section 365(d)(3) and/or Section 503(b)(1) upon such terms as this Court finds to be just and equitable.

Reservation of Rights

9. Gadsden reserves its right to assert additional claims against Debtors, and to modify, supplement, or amend this Claim, or any other claim which it may file against Debtors.

Notice

10. Notice of this Motion has been given to the following parties: (a) the Debtors; (b) counsel to the Debtors; (c) the Office of the United States Trustee; (d) counsel for the Official Committee of Unsecured Creditors; and (e) all parties that have requested notice in these jointly-administered Chapter 11 bankruptcy cases. In light of the relief requested herein, Gadsden submits that no other or further notice is necessary or required.

Date: October 24, 2019

/s/Caleb T. Holzaepfel

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